

Fill in this information to identify your case:

United States Bankruptcy Court for the:

NORTHERN DISTRICT OF TEXAS

Case number (if known)

Chapter

11☐ Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/20

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name **Alamo Borden County 1, LLC**

2. All other names debtor used in the last 8 years

Include any assumed names, trade names and *doing business as* names

3. Debtor's federal Employer Identification Number (EIN) **84-2355689**

4. Debtor's address

Principal place of business

Mailing address, if different from principal place of business

**1101 N. Little School Road
Arlington, TX 76017**

Number, Street, City, State & ZIP Code

P.O. Box, Number, Street, City, State & ZIP Code

Tarrant
County

Location of principal assets, if different from principal place of business

Borden County, Texas

Number, Street, City, State & ZIP Code

5. Debtor's website (URL)

6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))

☐ Partnership (excluding LLP)

☐ Other. Specify:

Debtor

Alamo Borden County 1, LLC

Case number (if known)

Name

7. Describe debtor's business**A. Check one:**

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. Check all that apply

- ☐ Tax-exempt entity (as described in 26 U.S.C. §501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. §80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. §80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.2111**8. Under which chapter of the Bankruptcy Code is the debtor filing?****Check one:**

- ☐ Chapter 7
- ☐ Chapter 9

☒ **Chapter 11. Check all that apply:**

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, **and it chooses to proceed under Subchapter V of Chapter 11.** If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**☒ No.☐ Yes.

If more than 2 cases, attach a separate list.

District

When

Case number

District

When

Case number

Debtor **Alamo Borden County 1, LLC** Case number (if known) _____
 Name

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor? ☒ No ☐ Yes.

List all cases. If more than 1, attach a separate list

Debtor Relationship
 District _____ When _____ Case number, if known _____

11. Why is the case filed in this district? Check all that apply:
- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention? ☒ No ☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.
- Why does the property need immediate attention? (Check all that apply.)**
- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
 What is the hazard? _____
- ☐ It needs to be physically secured or protected from the weather.
- ☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- ☐ Other _____
- Where is the property?** _____
 Number, Street, City, State & ZIP Code
- Is the property insured?**
- ☐ No
- ☐ Yes. Insurance agency _____
 Contact name _____
 Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds Check one:
- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors
- | | | |
|--|--|--|
| <input checked="" type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 | | |

15. Estimated Assets
- | | | |
|--|--|--|
| <input type="checkbox"/> \$0 - \$50,000 | <input checked="" type="checkbox"/> \$1,000,001 - \$10 million | <input type="checkbox"/> \$500,000,001 - \$1 billion |
| <input type="checkbox"/> \$50,001 - \$100,000 | <input type="checkbox"/> \$10,000,001 - \$50 million | <input type="checkbox"/> \$1,000,000,001 - \$10 billion |
| <input type="checkbox"/> \$100,001 - \$500,000 | <input type="checkbox"/> \$50,000,001 - \$100 million | <input type="checkbox"/> \$10,000,000,001 - \$50 billion |
| <input type="checkbox"/> \$500,001 - \$1 million | <input type="checkbox"/> \$100,000,001 - \$500 million | <input type="checkbox"/> More than \$50 billion |

16. Estimated liabilities
- | | | |
|---|---|--|
| <input type="checkbox"/> \$0 - \$50,000 | <input type="checkbox"/> \$1,000,001 - \$10 million | <input type="checkbox"/> \$500,000,001 - \$1 billion |
|---|---|--|

Debtor

Alamo Borden County 1, LLC

Case number (if known)

Name

☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☒ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion

Debtor **Alamo Borden County 1, LLC**
Name

Case number (if known)

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

**17. Declaration and signature
of authorized
representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on **October 14, 2021**
MM / DD / YYYY**X** *Shu Rau*
Signature of authorized representative of debtor**Shu Rau**
Printed nameTitle **Chief Executive Officer****18. Signature of attorney****X** _____
Signature of attorney for debtorDate **October 14, 2021**
MM / DD / YYYY**Joshua N. Eppich 24050567**
Printed name**Bonds Ellis Eppich Schafer Jones LLP**
Firm name**420 Throckmorton Street, Suite 1000**
Fort Worth, TX 76102
Number, Street, City, State & ZIP CodeContact phone **817-405-6900**Email address **Joshua@bondsellis.com****24050567 TX**
Bar number and State

Debtor

Alamo Borden County 1, LLC

Name

Case number (if known)

Request for Relief, Declaration, and Signatures

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Executed on **October 14, 2021**

MM / DD / YYYY

X

Signature of authorized representative of debtor

Shu Rau

Printed name

Title **Chief Executive Officer**

18. Signature of attorney

X

/s/ Joshua N. Eppich

Signature of attorney for debtor

Date **October 14, 2021**

MM / DD / YYYY

Joshua N. Eppich 24050567

Printed name

Bonds Ellis Eppich Schafer Jones LLP

Firm name

420 Throckmorton Street, Suite 1000

Fort Worth, TX 76102

Number, Street, City, State & ZIP Code

Contact phone **817-405-6900**

Email address **Joshua@bondsellis.com**

24050567 TX

Bar number and State

**WRITTEN CONSENT OF THE MEMBER AND BOARD OF MANAGERS
OF ALAMO BORDEN COUNTY 1, LLC
October 14, 2021**

The undersigned, Alamo Exploration & Production, LLC (the “Member”), being the sole voting member of Alamo Borden County 1, LLC, a Texas limited liability company (“ABC 1” or the “Company”), and the Board of Managers (the “Board”) of the Company, in lieu of a meeting, do hereby take the following actions and adopt the following resolutions by written consent (this “Consent”) pursuant to the organizational documents of the Company and the laws of the State of Texas:

(A) Voluntary Petition for Chapter 11 Bankruptcy

WHEREAS, the Member and the Board have evaluated the Company’s alternatives in connection with a possible restructuring and have reviewed and considered the recommendations of the Company’s professionals and advisors with respect to potential avenues for relief that are available to the Company, including the possibility of pursuing a restructuring of the Company’s business and assets under Chapter 11 of Title 11 of the United States Code (the “Bankruptcy Code”), and have determined that the filing of a voluntary petition (the “Petition”) seeking relief pursuant to a case (the “Chapter 11 Case”) under the Bankruptcy Code in the United States Bankruptcy Court for the Northern District of Texas, Fort Worth Division (the “Bankruptcy Court”) is in the best interests of the Company;

NOW, THEREFORE, IT IS RESOLVED, that the Company shall be, and hereby is, authorized, empowered and directed to: (a) file a Petition for relief under the Bankruptcy Code in the Bankruptcy Court and (b) perform any and all such acts as are reasonable, advisable, expedient, convenient, proper or necessary to effect any of the foregoing;

IT IS FURTHER RESOLVED, that Shu Rau, Chief Executive Officer of the Company (the “Authorized Person”) is authorized, empowered and directed to: (a) execute, acknowledge, deliver and verify the Petition and all other ancillary documents, and cause the Petition to be filed with the Bankruptcy Court and make or cause to be made prior to execution therefore any modifications to the Petition or ancillary documents as the Authorized Person, in his discretion deems necessary, desirable or appropriate to carry out the intent and accomplish the purposes of these resolutions; (b) execute, acknowledge, deliver and verify and file or cause to be filed all other petitions, schedules, statements, lists, motions, applications, including any plan of reorganization or motion to sell assets, and other papers and documents necessary or desirable in connection with the foregoing; (c) execute, acknowledge, deliver and verify any and all other documents necessary, desirable or appropriate in connection therewith and to administer the Company’s Chapter 11 Case in such form or forms as the Authorized Person may deem necessary or advisable in order to effectuate the purpose and intent of the foregoing resolutions; and (d) all actions heretofore taken by the Authorized Person in connection with the subject of the foregoing resolutions be, and hereby are, approved, ratified and confirmed in all respects as the acts and deeds of the Company;

IT IS FURTHER RESOLVED, that the law firm of Bonds Ellis Eppich Schafer Jones LLP shall be, and hereby is, authorized, empowered and directed to represent the Company as a debtor and/or debtor-in-possession in connection with any case commenced by or against it under the Bankruptcy Code, and the Authorized Person is authorized and directed to retain on behalf of the Company, upon such terms and conditions as the Authorized Person shall approve, such law firm to represent the Company in connection with the Chapter 11 Case;

IT IS FURTHER RESOLVED, that the Authorized Person is authorized, directed and empowered to retain such other attorneys, financial advisors, and accountants as the Authorized Person shall deem appropriate in his judgment; and

IT IS FURTHER RESOLVED, that the Authorized Person, on behalf of the Company shall be, and hereby is, authorized, empowered and directed to take or cause to be taken any and all such further action, to execute and deliver any and all such further instruments and documents and to pay all such fees and expenses, as the Authorized Person so acting shall deem appropriate in its judgment to fully carry out the intent and accomplish the purposes of these resolutions.

(B) Debtor-in-Possession Financing

WHEREAS, in the event the Company determines it is in its best interests to enter into certain credit agreements to provide debtor-in-possession credit facilities and any financing agreements necessary to carry out the intent and accomplish the purposes of these resolutions, the Authorized Person is entitled, empowered, and authorized to enter into such agreements;

WHEREAS, the Company anticipates a lender or lenders will require the Company to enter into certain documents related to any debtor-in-possession credit facilities;

NOW, THEREFORE, IT IS RESOLVED, that the Authorized Person is authorized and directed, in the name and on behalf of the Company, to negotiate the form, terms and provisions of, and to execute and deliver credit agreements relating to debtor-in-possession credit facilities as the Authorized Person in his sole and absolute discretion approves, such approval to be conclusively evidenced by his execution and delivery of such documents relating to debtor-in-possession credit facilities;

IT IS FURTHER RESOLVED, that the Authorized Person is authorized and empowered to negotiate the form, terms and provisions of, and to execute and deliver for and in the name and on behalf of the Company any and all security documents (including without limitation Uniform Commercial Code financing statements) and any other notices, certificates, instruments, documents, and writing and to do and perform or cause to be done and performed all such other acts as the Member and the Board shall from time to time deem necessary, advisable or appropriate in order to (a) consummate debtor-in-possession credit facilities; (b) give or undertake security, assurances or obligations to lenders in connection with a debtor-in-possession credit facilities; and/or (c) to perform

and comply with all covenants and agreements and meet and satisfy all conditions and obligations of the Company set forth in any credit agreements or any of the instruments, documents and agreements executed or delivered by the Company, including as may be required by any credit agreements and any other documents requested by a lender in order to effect the transactions contemplated by such credit agreements; and

IT IS FURTHER RESOLVED, that the Authorized Person is authorized to negotiate, execute and deliver any amendments, modification, or supplements to, any reaffirmations or, and any waivers or consents under, any credit agreement to which the Company is a party (including without limitation any extensions for any period, any increases and any restructuring, refinancing or rearrangement of obligations therewith) in the name of the Company and to take all actions in accordance therewith that the Member and the Board deem necessary or appropriate;

(C) Further Action

IT IS RESOLVED, that in addition to and without limiting the foregoing, the Authorized Person be, and hereby is, authorized, empowered and directed to take, or cause to be taken, such further action and to execute and deliver, or cause to be executed and delivered, for and in the name and on behalf of the Company, all such further instruments and documents as the Authorized Person, with the advice of counsel, may deem to be necessary or advisable in order to effect the purpose and intent of the foregoing resolutions and to be in the best interest of the Company (as conclusively evidenced by the taking of such action or the execution and delivery of such instruments or documents, as the case may be, by or under the direction of the Authorized Person), and all action heretofore taken by the Authorized Person in connection with the subject of the foregoing resolutions be, and it hereby is, approved, ratified and confirmed in all respects as the act and deed of the Company.

The undersigned certifies that they are, as applicable, the sole voting member or a Manager on the Board of Managers of the Company and are legally entitled to approve the foregoing resolutions and that the adoption of such resolutions by written consent of the Member and the Board is authorized by the organizational documents of the Company and applicable state law.

Dated to be effective this 14th day of October, 2021.

MEMBER

ALAMO EXPLORATION & PRODUCTION LLC

By: Shu Rau

Name: Shu Rau

Its: Chief Executive Officer

BOARD OF MANAGERS

JEFF HANSEN, Manager

By: _____

JOE MCKIE, Manager

By: _____

The undersigned certifies that they are, as applicable, the sole voting member or a Manager on the Board of Managers of the Company and are legally entitled to approve the foregoing resolutions and that the adoption of such resolutions by written consent of the Member and the Board is authorized by the organizational documents of the Company and applicable state law.

Dated to be effective this 14th day of October, 2021.

MEMBER

ALAMO EXPLORATION & PRODUCTION LLC

By: _____

Name: Shu Rau

Its: Chief Executive Officer

BOARD OF MANAGERS

JEFF HANSEN, Manager

By: _____

JOE MCKIE, Manager

By: _____